

RECORDATION NO. 23521-F FILED

MAR 28 '03 3:57 PM

SURFACE TRANSPORTATION BOARD

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March 28, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: EI-Mo II Trust No. 2001-E

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Indenture Supplement No. E4, dated March 31, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture which was filed with the Board under Recordation Number 23521-B.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: Wells Fargo Bank Northwest, N.A.  
79 Main Street  
Salt Lake City, Utah 84111

Owner Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

45 SD70M locomotives within the series UP 3785 – UP 3973

Mr. Vernon A. Williams  
March 28, 2003  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Indenture Supplement No. E4

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Alvord', written in black ink.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 23521-I FILED

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EL-MO II TRUST No. 2001-E

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF INDENTURE SUPPLEMENT NO. E4**

Memorandum of Indenture Supplement No. E4 made and entered into on March 31, 2003 by and between Wells Fargo Bank Northwest, N.A., a national banking association, as indenture trustee ("*Indenture Trustee*"), and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*").

**WITNESSETH**

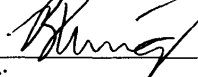
1. The undersigned have entered into that certain Trust Indenture and Security Agreement (the "*Indenture*"), dated as of June 27, 2001, as amended, by which the Owner Trustee has granted a security interest in certain locomotives to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Secured Notes to be issued pursuant to said Indenture, executed by the Owner Trustee and authenticated by the Indenture Trustee, and in the Indenture.

2. A Memorandum of said Indenture was recorded with the Surface Transportation Board on June 26, 2001 under Recordation Number 23521-B pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture Supplement No. E4 dated March 31, 2003, relating to the above-described Indenture and extending the Owner Trustee's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By   
Name:  
Title: **Brett R. King**  
**Vice President**

Executed on this 26 day of March 2003.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of March 2003.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WELLS FARGO BANK NORTHWEST, N.A.

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of March 2003.

WILMINGTON TRUST COMPANY  
not in its individual capacity but solely as  
Owner Trustee

By Tira Henry

Name: **TIRA HENRY**

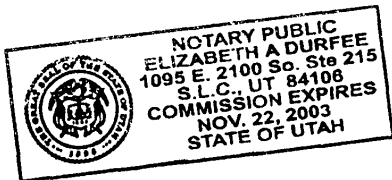
Title: **Financial Services Officer**

Executed on this 26 day of March 2003.

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) SS:

On this, the 26 day of March 2003, before, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Wells Fargo Bank Northwest, N.A., that said instrument was signed on March     , 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: ELIZABETH A. DURFEE  
Notary Public  
My Commission Expires:                       
Residing in                     

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE ) SS:

On this, the      day of March 2003, before me, a Notary Public in and for said County and State, personally appeared                                     , who being by me duly sworn, says that (s)he is the                                      of Wilmington Trust Company, that said instrument was signed on March     , 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:                                       
Notary Public  
My Commission Expires:                       
Residing in

STATE OF UTAH                                 )  
  )  
COUNTY OF SALT LAKE                    )

SS:

On this, the \_\_\_\_\_ day of March 2003, before, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Wells Fargo Bank Northwest, N.A., that said instrument was signed on March \_\_\_\_, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

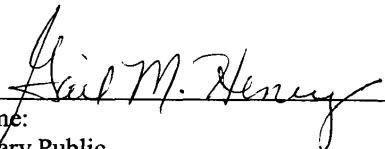
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF DELAWARE                         )  
  )  
COUNTY OF NEW CASTLE                    )

SS:

On this, the 26 day of March 2003, before me, a Notary Public in and for said County and State, personally appeared TIRA HENRY, who being by me duly sworn, says that (s)he is the Financial Services Officer of Wilmington Trust Company, that said instrument was signed on March \_\_\_\_, 2003 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in Newark, DE  
**GAIL M. HENRY**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires October 20, 2004**